

5. approving the final statement of receipts and disbursements of the Liquidator, including estimated fee and disbursement accruals;
6. discharging Albert Gelman Inc. as Liquidator of all of the assets, undertakings and properties of the Company effective upon the filing of the Discharge Certificate (as defined below); and
7. releasing Albert Gelman Inc. from any and all liability, as set out in paragraph 5 of this Order;

was heard this day by Zoom videoconference by reason of the COVID-19 emergency.

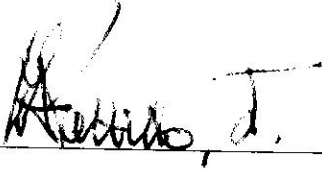
ON READING the Notice of Motion and the Fourth Report, and on hearing the submissions of the lawyers for the Liquidator, the Applicant and the Respondents (except the Company):

1. **THIS COURT ORDERS** that upon the filing of the certificate in the form attached hereto as Schedule "A" (the "**Dissolution Certificate**") with the court by the Liquidator, the Company be dissolved effective as of the date of the filing of the Dissolution Certificate (the "**Dissolution Date**").
2. **THIS COURT ORDERS** that notwithstanding subsection 218(2) of the *Business Corporations Act*, the Liquidator be and is hereby authorized to file with the Director appointed by the Minister of Consumer and Business Services under the *Business Corporations Act* within 10 days after the Dissolution Date, a certified copy of this Order and Dissolution Certificate, a notarial copy of the certified copy or any other type of copy of this Order and Dissolution Certificate permitted by the Director and forthwith publish notice of this Order and Dissolution Certificate in *The Ontario Gazette*.
3. **THIS COURT ORDERS** that the Liquidator be and is hereby authorized to return the books and records of the Company, or any electronic copies thereof, to any one of Abbas Mohammad, Stephen Celestial or Mustafa Ismael, and that the Liquidator be required only to maintain the documents and records of the Liquidator, and in accordance with section 236(2) of

the *Business Corporation Act* (Ontario), be and is hereby authorized to destroy all such documents and records upon the expiry of five years from the Dissolution Date.

4. **THIS COURT ORDERS** that the Fourth Report of the Liquidator and activities of the Liquidator as described therein, be and are hereby approved.
5. **THIS COURT ORDERS** that the fees and disbursements of the Liquidator and its counsel, WeirFoulds LLP, as set out in the Affidavit of Tom McElroy sworn on October 21, 2021, and the Affidavit of Wojtek Jaskiewicz sworn on October 21, 2021, appearing as Appendices “N” and “O”, respectively, in the Fourth Report, be and are hereby approved.
6. **THIS COURT ORDERS** that the Liquidator’s Final Statement of Receipts and Disbursements as at October 21, 2021 (the “**Final SRD**”), appearing as Appendix “M” in the Fourth Report, be and is hereby approved, including the accrual of fees and disbursements of the Liquidator, its counsel, and its accountant, as set out in the Final SRD (the “**Fee Accruals**”), and that the Liquidator be and is hereby authorized to pay, from time to time, its ongoing fees and disbursements, and those of its counsel and its accountant, up to the amounts of the Fee Accruals without need for further taxation or order of this Court.
7. **THIS COURT ORDERS** that upon filing of the certificate in the form attached hereto as Schedule “B” (the “**Discharge Certificate**”) certifying that it has completed the Remaining Activities described in the Fourth Report, the Liquidator shall be discharged as Liquidator of the undertaking, property and assets of the Company, provided however that notwithstanding its discharge herein (a) the Liquidator shall remain Liquidator for the performance of such incidental duties as may be required to complete the administration of the liquidation herein, and (b) the Liquidator shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals and protections in its capacity as Liquidator.
8. **THIS COURT ORDERS AND DECLARES** that, upon filing the Discharge Certificate, Albert Gelman Inc. is hereby released and discharged from any and all liability that Albert Gelman Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Albert Gelman Inc. while acting in its capacity as Liquidator herein, save and except for any gross negligence or wilful misconduct on the Liquidator’s part. Without limiting

the generality of the foregoing, Albert Gelman Inc. is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within liquidation proceedings, save and except for any gross negligence or wilful misconduct on the Liquidator's part.



SCHEDULE "A"

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
*Ontario Business Corporations Act, R.S.O. 1990, c. B-16***

ABBAS MOHAMMAD

Applicant

- and -

**STEPHEN CELESTIAL, MUSTAFA ISMAEL and
2497486 ONTARIO LTD.**

Respondents

DISSOLUTION CERTIFICATE

RECITALS

1. Pursuant to the Order of the Honourable Madam Justice Conway of the Ontario Superior Court of Justice (the "**Court**") dated June 20, 2017, Albert Gelman Inc. was appointed as liquidator (the "**Liquidator**") without security, of all of the assets, undertakings and properties of 2497486 Ontario Ltd. (the "**Company**"); and,
2. Pursuant to the Order of the Court dated October 29, 2021 (the "**Dissolution and Discharge Order**"), the Court ordered, among other things, that the Company be dissolved effective as of the date (the "**Dissolution Date**") of the filing of this Dissolution Certificate.

THE LIQUIDATOR CERTIFIES the following:

1. This Dissolution Certificate was delivered by the Liquidator at [TIME] on _____, 2021.

Albert Gelman Inc., in its capacity as Liquidator of all of the assets, undertakings and properties of 2497486 Ontario Ltd., and not in its personal capacity

Name:

Title:

SCHEDULE "B"

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
*Ontario Business Corporations Act, R.S.O. 1990, c. B-16***

ABBAS MOHAMMAD

Applicant

- and -

**STEPHEN CELESTIAL, MUSTAFA ISMAEL and
2497486 ONTARIO LTD.**

Respondents

DISCHARGE CERTIFICATE

RECITALS

1. Pursuant to the Order of the Honourable Madam Justice Conway of the Ontario Superior Court of Justice (the "**Court**") dated June 20, 2017, Albert Gelman Inc. was appointed as liquidator (the "**Liquidator**") without security, of all of the assets, undertakings and properties of 2497486 Ontario Ltd. (the "**Company**");
2. Pursuant to the Order of the Court dated October 29, 2021 (the "**Dissolution and Discharge Order**"), the Court approved the Fourth Report (as defined in the Dissolution and Discharge Order) of the Liquidator and the remaining activities to be completed by the Liquidator described therein (the "**Remaining Activities**"); and,
3. Pursuant to the Dissolution and Discharge Order, the Court ordered that that upon filing of this Discharge Certificate certifying that the Liquidator has completed the Remaining Activities, the Liquidator shall be discharged as Liquidator of the undertaking, property and assets of the Company.

THE LIQUIDATOR CERTIFIES the following:

1. The Liquidator has completed the Remaining Activities as described in the Fourth Report.

2. This Discharge Certificate was delivered by the Liquidator at _____ [TIME] on _____, 202_.

Albert Gelman Inc., in its capacity as Liquidator of all of the assets, undertakings and properties of 2497486 Ontario Ltd., and not in its personal capacity

Name:

Title:

ABBAS MOHAMMAD
Applicant

and

**STEPHEN CELESTIAL, MUSTAFA ISMAEL AND
2497486 ONTARIO LTD.**
Respondents

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Ontario Business Corporations Act, R.S.O., Chapter B-16
Proceeding commenced at TORONTO

ORDER
(Dissolution and Discharge)

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appointed Liquidator of 2497486 Ontario Ltd.